

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

**WINSTAR HOLDINGS LLC and  
IDT CORP.,**

*Plaintiffs,*

- against -

**THE BLACKSTONE GROUP L.P.;  
IMPALA PARTNERS, LLC; and  
CITICORP,**

*Defendants.*

**Case No.: 07 CV 4634 (GEL)(AJP)  
ECF Case**

**AFFIDAVIT OF STEFAN FEUERABENDT**

Stefan Feuerabendt, pursuant to 28 U.S.C. § 1746, affirms under penalty of perjury that the following is true and correct:

1. I am a Managing Director of Blackstone Advisory Services LP, formerly known as The Blackstone Group LP (“Blackstone”). I am fully familiar with all of the matters set forth in this affidavit from personal knowledge. I submit this affidavit in further support of Defendants’ Joint Motion to Transfer Venue to the United States District Court for the District of Delaware.

2. I was involved in the negotiations and discussions regarding the Asset Purchase Agreement and Sale Order that are the subject of Plaintiffs’ lawsuit in this case. Material portions of those negotiations and discussions took place in Wilmington, Delaware among Plaintiff IDT Corporation (“IDT”), Old Winstar, Defendant Blackstone and others.

3. Prior to December 17, 2001, IDT had numerous on-and-off discussions with Old Winstar and Blackstone about an acquisition, but no agreement had been reached. Then, on December 17, 2001, negotiations and discussions took place among IDT, Old Winstar, Defendant Blackstone and others outside the courtroom of the Delaware Bankruptcy Court to work out an agreement in principle on the key terms of a transaction.

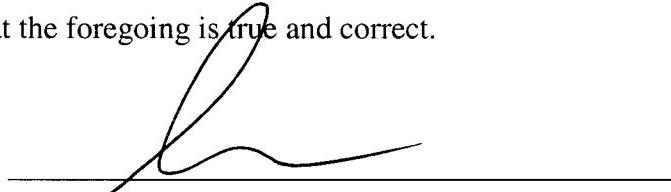
4. Following discussions outside the courtroom, on December 17, 2001 IDT’s Chairman of the Board Howard Jonas and IDT’s counsel attended a hearing before Judge Farnan

in the Delaware Bankruptcy Court to present the terms of the proposed transaction that were negotiated and discussed outside the courtroom.

5. Upon the conclusion of the hearing, Plaintiff IDT, Old Winstar, Defendant Blackstone and others continued to discuss the terms of the proposed transaction and to draft the necessary paperwork to reflect the parties' agreement. Those discussions continued in Wilmington, Delaware, en route to New York, and in New York on December 17, 2001 late into the evening.

6. On December 18, 2001, the parties returned to the Delaware Bankruptcy Court to present the terms of the final deal and to get the Court's final approval of the transaction. In particular, the parties had negotiated a Sales Order, in addition to the Asset Purchase Agreement, for the Court's review and approval.

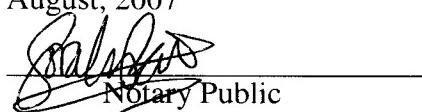
I declare under penalty of perjury that the foregoing is true and correct.



Dated: New York, New York  
August 2, 2007

Stefan Feuerabendt

Sworn before me this 2<sup>nd</sup> day of  
August, 2007

  
\_\_\_\_\_  
Notary Public

**SOOAH PARK**  
NOTARY PUBLIC, State of New York  
No. 01PA6042031  
Certificate Filed in New York County  
Commission Expires May 15, 2010